

Restated Bylaws Of Colorado State Youth Soccer Association

I. NAME: The name of the Association shall be the Colorado State Youth Soccer Association.

II. PURPOSE: The Association is organized as an educational and charitable organization formed to advance and foster the game of soccer among youth players through nineteen (19) years of age as well as to promote sportsmanship and development of the individual soccer player to the highest level of his/her ability.

III. SEAL: The seal of the Association shall have inscribed thereon the name of the Association and the words "Colorado" and "Seal", and shall be in such form as may be approved by the Board of Directors, which shall have the power to alter same.

IV. COLORS: The representative colors of the Association shall be combinations of red, white blue and gold.

V. MEMBERSHIP CATEGORIES

A. Members of the Association shall have the right to participate in all the sponsored or sanctioned activities of the Association and the right to purchase services from the Association. There shall be three classifications of membership: voting member, nonvoting member, and associate member.

B. Voting Members:

1. Voting members of the Association shall consist of properly constituted and affiliated non-profit youth soccer clubs in good standing with the Association.

2. Each voting member shall be entitled to vote per the following Association player registration:

7-99	players	1 vote
100-499	players	2 votes
500-999	players	3 votes
1000-1499	players	4 votes
1500-1999	players	5 votes
2000-2499	players	6 votes
2500-2999	players	7 votes
3000-3499	players	8 votes
3500-3999	players	9 votes
4000 or more	players	10 Votes

3. Two or more properly constituted and affiliated non-profit youth soccer clubs in good standing with the Association that are allied in the manner set forth in these Bylaws shall be considered as one voting member for purposes of V.B.2 and for such other purposes (for example, tournament play) as the Board of Directors in its discretion may determine, but shall collectively be limited to the lesser of ten votes or the combined number of votes to which each individually would be assigned under V.B.2.

a. Two or more properly constituted and affiliated non-profit youth soccer clubs in good standing with the Association shall be considered allied for such purposes whenever such clubs declare themselves to be so allied or whenever the Board of Directors, by a vote of a majority of the directors present at a meeting at which a quorum is present, finds such clubs to be so allied.

b. The Board of Directors shall be authorized to determine that one or more such clubs are allied for such purposes based on any one or more of the following factors:

- i. That such clubs share a common name
- ii. That such clubs share a common logo
- iii. That such clubs share a common uniform
- iv. That one or more of such clubs pays a fee to one or more other such clubs for management or coaching assistance, for the license of intellectual property rights, or for other purposes that tend to demonstrate a common or shared identity
- v. That such clubs share a common coaching staff
- vi. That such clubs use and distribute the same or common coaching materials
- vii. That one or more individuals serve on the boards of directors of more than one of such clubs
- viii. That such clubs share player rosters and information
- ix. That such clubs share proprietary information
- x. That one or more of such clubs directs or controls the coaching or administrative staff of one or more other such clubs
- xi. Any other factor that tends to demonstrate that such clubs have a common or shared identity, are acting under common control, direction, or influence, or are not acting as independent entities.

c. The provisions of this V.B.3 shall be effective as of the date of their adoption and shall apply immediately to all clubs that are voting members on such date (regardless of the date on which such clubs first entered into the transactions or arrangements that result in their being classified as allied for such purposes) and to all clubs that become voting members after such date.

C. Nonvoting Members -Individual players, coaches, referees, parents and administrators are nonvoting members of the Association through their affiliation with a properly constituted youth soccer club or as officers, directors, or committee chairmen of the Association.

D. Associate Members -Organizations or individuals devoted to soccer, but not youth soccer clubs, affiliate members, or other affiliate members, may be affiliated with the Association as associate members. They will have nonvoting status, but will be able to partake in the services offered by the Association under conditions determined by the Board of Directors.

E. Censuring, Suspending or Removing a Member

1. Any voting, affiliate, other affiliate or associate member may be censured, suspended or removed from the Association by a two-thirds (2/3) vote of the entire Board of Directors, for cause, after a proper hearing. The member has the right to appeal to USSF.

2. Upon a two-thirds (2/3) vote of a quorum of the membership at any annual or regular meeting or any special meeting held for that purpose recommending that any voting, affiliate, other affiliate or associate member be censured, suspended or removed from the Association for any reason, the Board of Directors shall promptly, after proper notice and an opportunity for such member to be heard, take such action under V.E.1 as may be appropriate on the matter. The member shall have the right to appeal any adverse board action, but not the vote of the membership, to USSF.

3. A nonvoting member may be censured, suspended or removed by the Disciplinary Committee or the Board of Directors of the Association, for cause, after a proper hearing. The nonvoting member has the right to appeal to the proper Appeals Committee.

VI. VOTING MEMBER QUALIFICATIONS AND DUTIES

A. Each youth soccer club or merger of clubs applying for voting membership in the Association shall:

1. Submit a copy of its rules, procedures, constitution, bylaws, 501(c) (3) non-profit status application and player lists to the Membership Committee. Upon approval of the applicant's documentation or upon recommendation by the Membership Committee, the Board of Directors may grant Provisional Membership status to allow the application process to proceed.
 - a. New youth soccer clubs applying for membership must include in their player base at least one hundred (100) currently unregistered players. Mergers of existing clubs are specifically excluded from the one hundred unregistered player requirements.
 - b. The Board of Directors may waive one or more membership requirements for a new youth soccer club or club merger, which it determines, has applied in good faith, and demonstrated compelling cause for the creation of a new CSYSA member soccer club within the club's declared community.
 - c. This waiver procedure shall also apply to any standing member youth soccer club whose continued membership is challenged by the Membership Committee for cause such as a steady loss in player registrations, failure to maintain acceptable member club standards, or repeated infractions of CSYSA policies and procedures.
 - d. Requests for waivers of any membership requirement must be filed in writing with the CSYSA Membership Committee by last day of February of the calendar year in which the applying club wishes to begin seasonal year Fall play. All requests for waivers shall be reviewed and decided by the Board of Directors no later than the last day of April in the same calendar year.
 - e. Announcement of a membership waiver meeting by the Board of Directors, along with a list of all applicants seeking waivers shall be published and distributed to all Association members in good standing at least fifteen (15) days prior to said meeting. Member clubs wishing to challenge or support the membership of a new club or club merger may submit their written arguments to the Board
 - f. All new member clubs or club mergers approved by the Board of Directors shall serve a two-year probationary period with annual reviews by the Membership Committee. This probationary status shall be retroactive to all new clubs and clubs formed by merger, which have been approved by the CSYSA Board of Directors since April 1, 2000.
 - g. A team affiliated with a youth soccer club must remain affiliated with that youth soccer club for one (1) full seasonal year.

VII. CSYSA and MEMBER ORGANIZATION RESPONSIBILITIES

- A. Each voting member youth soccer club shall retain its own autonomy but shall adhere to the bylaws, rules and procedures of the Association in all matter pertaining to activities sponsored or sanction by the Association.
- B. In addition to the other requirements of these bylaws, a member organization that is a member of the Federation on September 1, 1998, must undertake all actions necessary to amend its bylaws and policies by August 31, 2000, to include the following:
 1. The member organizations of CSYSA, and CSYSA shall be open to any soccer players, coaches, trainers, managers, administrators, officials and any amateur soccer organization within the territory of the CSYSA officials not subject to suspension under section 4 of Bylaw 241, USSF, CSYSA, USYS or USSF Bylaws, Rules and Procedures, included but not limited to USSF Bylaw 241, Section 4.
 2. CSYSA and its member organizations will not discriminate against any individual on the basis of race, color, religion, age, sex or national origin.
 3. All member organizations, their team and players, shall abide by the Constitution and Bylaws of the Colorado State Youth Soccer Association, the United States Youth Soccer and the United States Soccer Federation all rules and procedures as set forth by the Board of Directors and all-applicable rules and regulations of the USYS and USSF. The Federation articles of incorporation, bylaws, policies, and requirements take precedence over and supersede the governing documents and decisions of the CSYSA and its members to the extent applicable under state law, and the CSYSA and its members will abide by those articles, bylaws, policies and requirements.
 4. CSYSA, and its member organizations, will not join any organization that has requirements that conflict with the Federation's articles, bylaws, policies and requirements.
 5. Member organizations shall register all of its directors, players, coaches, teams, referees and administrators as specified by and at the intervals established by CSYSA.

- CSYSA shall register all of its directors, players, coaches, teams, referees and administrators annually and timely pay all dues and fees of the Federation.
6. CSYSA and its member organizations will abide by the Federation's articles, bylaws, policies, and requirements on interplay.
 7. CSYSA and its member organizations shall have a Board of Directors selected through open and democratic election process. All member organizations must have a voting membership, which fairly represents those (classes) referred to, in section VII.A.1.
 8. Actions and policies adopted by the Board of Directors or Executive Committee of CSYSA shall be reported to its member organizations, or their authorized representatives, at least once each year at a meeting of CSYSA's member organizations. Notice and agenda of the meeting at least 15 days in advance of the meeting.
 9. CSYSA shall provide to the Secretary General of the Federation
 - a. An annual report on the activities of CSYSA and most current annual financial statements within 90 days after the start of the Federation's seasonal year.
 - b. The financial records of a member organization shall be subject to an independent audit at the request and expense of CSYSA.
 10. CSYSA will (A) provide annually to the Federation copies of CSYSA's constitution, bylaws, and other governing documents, (B) submit changes to those documents to the Federation for approval not later than 90 days after adoption, and (C) make copies of those documents available to its member organizations.
 11. CSYSA will provide equitable and prompt hearing and appeal procedures to guarantee the rights of individuals to participate and compete. Those procedures shall include that all grievances involving the right to participate and compete in activities sponsored by the Federation and CSYSA and its member organizations may be appealed to the Federation's Appeals Committee that shall have jurisdiction to approve, modify or reverse a decision.
 12. All member organizations shall be non-profit organizations and are urged to pursue and maintain tax-exempt status under the Internal Revenue Code. CSYSA shall maintain its tax-exempt status under the Internal Revenue Code.
 13. CSYSA shall adopt policies prohibiting sexual and physical abuse that meet certain minimum criteria established by Federation (subject to any contrary requirements contained in state or local law applicable to CSYSA).
 14. The member organizations will allow the CSYSA to review the documents and procedures of the member organizations, on request of the CSYSA not less than once every 4 years, to determine compliance with these bylaws. CSYSA will allow the Federation to review the documents and procedures of the CSYSA, on request of the Federation not less than once every 4 years, to determine compliance with the Federation's bylaws.
 15. If a member organization does not satisfy the requirements, pertaining to the member organization within the time specified in subsection (A.) of this section, the member organization's membership shall be terminated automatically upon the expiration of that date.

VIII. HONORARY MEMBERSHIP

Honorary Lifetime membership may be granted to persons, who, in the opinion of the BOD, have contributed their services in such a manner as to warrant, such recognition. The decision to award Honorary Lifetime Membership shall be by a majority vote of the BOD. Such awards shall be presented at the CSYSA Annual General Meeting. The BOD may select annually a maximum of two individuals to be honored.

IX. OFFICERS, DIRECTORS AND EX-OFFICIO BOARD MEMBERS

- A. There shall be nine (9) Directors of the Association.
- B. The officers shall be the President, Vice President, Secretary and Treasurer.
- C. There shall be no more than one (1) Director affiliated with the same youth soccer club.
- D. The Officers shall perform the duties prescribed by these bylaws and by the parliamentary authority adopted by the Association.
- E. The directors shall have specific duties as assigned to them by the President or the Board of Directors.

- F. No Director of the Association shall receive a salary or other compensation for services rendered.
- G. During his/her term of office a member of the Board of Directors may not hold a position on the board as president of a member organization. Upon accepting the position as a member of the Board of Directors, a member president shall surrender his/her office within a period of thirty (30) days.
- H. No Director may make greater than 25% of his/her income in sports related business where he/she may obtain or be perceived to obtain financial gain from being a Director.
- I. In the event of the absence or inability of any Officer to act, the Executive Committee may delegate the powers or duties of such Officer to any other Officer, Director or person whom it may select.
- J. No loans shall be made by the Association to any of its Directors.

K. Election of Officers

- 1. At least thirty (30) days prior to the annual general meeting a Nominating Committee shall be appointed by the President and approved by the Board of Directors. It shall be the duty of the Committee to nominate at least one (1) candidate for each office to be filled at the annual general meeting. The membership shall be notified at least ten (10) days prior to the annual general meeting of the nominations. Nominations may also be made from the floor at the annual general meeting.
- 2. The Directors shall be elected by a majority vote of the voting membership present at the annual general meeting.
- 3. The Directors shall be elected in the following order:
 - a. President
 - b. Vice President
 - c. Secretary
 - d. Treasurer
 - e. Directors

The President and Vice President shall be elected in alternate years. The Secretary and Treasurer shall be elected in alternate years. During the 1999 (current year) one (1) Director will be elected for a two-year term. In 2000, four (4) Directors will be elected. The two (2) Directors receiving the highest vote will be for a two (2) year term and the other two (2) will be for a one (1) year term. In future years, should there be more than three directorships up for re-election; the three (3) with the highest vote shall have a two (2) year term. All other will have a one (1) year term.

- 4. Any Director may be removed from office in accordance with Colorado Statute 7-128, effective July 1, 1998. (Directors elected by voting members may be removed with or without cause by a simple majority vote of the membership. Board members elected by the board of Directors may be removed with or without cause by a simple majority vote of the Board of Directors.)
- 5. The Board of Directors may elect a new Director by a majority vote to fill any vacancy. The term of office of that Director shall be until the next annual general meeting at which time a new Director shall be elected to complete the term of the vacant office.

L. As used in these bylaws, the phrase 'affiliated with' shall mean someone who is **an officer, coach, assistant coach, team manager, director, participating ex-officio member of a member BOD** or employee of a voting member. **Additionally a person shall be deemed to be affiliated with each voting member for whom they have a child playing or a child for whom they have actual or legal custody or guardianship.**

M. Any director absent from four (4) meetings during a calendar year, unless excused for extenuating circumstances by the Executive Committee, shall be requested to resign from the BOD. If the director refuses to resign, then a special meeting of the membership shall be held to consider his/her removal in accordance with VIII.K.5 above.

X. DUTIES OF OFFICERS

The officers of the Association shall exercise and perform the respective powers, duties, and functions, as stated below and as may be assigned to them by the Board of Directors.

- A. President. The President shall:
 - 1. Be the Chief Executive Officer of the Association and Chairman of the Board of Directors.
 - 2. Preside at all meetings of the members and of the Board of Directors.

3. Be familiar with the articles of incorporation, bylaws, rules and procedures of the Association, U S Youth Soccer and the USSF.
 4. Sign all bonds, deeds, mortgages, leases and contracts of the Association or delegate an appropriate individual to do so.
 5. Serve as the liaison between U S Youth Soccer, the USSF and the Association.
 6. Establish committees and appoint chairmen in order to administer and manage programs of the Association. No later than 30 days following the appointment, Committee Chairs shall submit in writing the names, addresses, phone numbers and club affiliation of proposed committee members. The President shall have the right to remove committee chairs and members at any time at his/her sole discretion.
 7. Serve as the general representative of the Association in all matters.
 8. Be an ex-officio member of all committees of the Association.
 9. Not be an officer or director of a youth soccer club.
- B. Vice President. The Vice President shall:
Assist the President in the performance of presidential duties. In the absence or disability of the President, the Vice President shall perform all duties of the President, and when so acting, shall have all the power of, and be subject to all the restrictions on the President. The Vice President shall have other such powers and perform other duties as may from time to time be assigned to him/her by the President or Board of Directors.
- C. Secretary. The Secretary shall:
1. Keep accurate minutes of all meetings of the members of the Association and the Board of Directors.
 2. Keep at the Association's principal or registered office a record of the names and addresses of its voting members.
 3. Give notice of meetings of the members of the Association.
 4. Be the custodian of the records and of the seal of the Association.
 5. Attest the affixing of the seal of the Association when so authorized.
 6. Perform all duties commonly incident to the office of Secretary and such other duties as may from time to time be assigned to the Secretary by the President or Board of Directors.
- D. Treasurer. The Treasurer shall:
1. Oversee all financial records and accounts of the Association.
 2. Oversee monthly financial statements using accepted accounting methods.
 3. Prepare an annual statement for the previous fiscal year prior to the annual general meeting of the Association.
 4. Assist the Board of Directors in establishing a proposed budget.
 5. Account for all monies of the Association, which shall be deposited in recognized insured financial institutions.
 6. Be responsible for maintaining the tax-exempt status of the Association.
 7. Be responsible for filing all tax returns required of the Association.

XI. MEETINGS OF THE MEMBERSHIP

- A. The annual general meeting of the membership shall be held at a date to be set by the Board of Directors, but no later than August 31st.
- B. The Executive Committee shall determine the location of the annual general meeting.
- C. The order of business at the annual general meeting shall be:
 1. Roll Call
 2. Credentials
 3. Approval of Minutes
 4. Written Reports from Officers and Standing Committees
 5. Ratification of Board Action
 6. Unfinished Business
 7. Consideration of Proposed Amendments of Bylaws
 8. Election of Officers and Directors
 9. New Business
 10. Adjournment
- D. Youth soccer club officers and other duly designated representatives shall be considered as voting delegates to the annual general meeting. Credentials must be presented to the Credentials Committee prior to the delegates being seated at the annual general meeting. A

youth soccer club may have as many delegates as it has votes. Only official delegates and members of the BOD may speak at the AGM.

E. Delegates of youth soccer clubs shall vote according to Article V, B, 2.

F. Quorum

1. A quorum shall consist of thirty percent of the total votes in the Association.

2. The voting members present at duly held meetings at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough voting members to leave less than a quorum, provided however that any action taken (other than adjournment) must be approved by at least a majority of the members required to constitute a quorum.

3. Voting by proxy shall be allowed for those member associations of record, in good standing. No one-member association shall cast more than 10 proxy votes. All proxy votes must be in to the Credentials Committee 10 days before the AGM, on original club letterhead and signed by the President.

G. All meetings shall be conducted in accordance with Robert's Rules of Order, latest edition.

H. Special meetings of the membership may be called by the President, the Board of Directors, or by ten (10) voting members.

I. All notices of meetings of the membership shall be sent not less than ten (10) days before the date of such meeting to each voting member youth soccer club. The notice shall specify the place, date and hour of the meeting and (1) in case of a special meeting, the general nature of the business to be transacted, or (2) in case of the annual general meeting, those matters which the Board of Directors, at the time of giving notice, intends to present for action by the voting members.

XII. BOARD OF DIRECTORS

A. The voting members of the Board of Directors shall consist of the elected Directors.

Additional ex-officio members shall be the past presidents of the Association and any member of the Association who is a member of the U S Youth Soccer Board of Directors or the USSF National Committee. Other ex-officio board members may be appointed by the Board. Ex-officio board members shall have the same rights as any Director, but may not vote.

B. The Board of Directors shall conduct the following affairs of the Association in accordance with the Bylaws **including but not limited to:**

1. Operate in accordance with the Articles of Incorporation and Bylaws consistent with the Bylaws of the USYS and the USSF.

2. Collect fees for services provided by the Association.

3. Register players, teams, clubs, coaches, referees and leagues.

4. Communicate with members, the media and the regional and national bodies regarding programs and operations.

5. Create and manage soccer leagues.

6. Formulate programs to promote and improve the quality of soccer in Colorado.

7. Sanction youth soccer tournaments.

8. Manage and operate youth soccer tournaments.

9. Organize and host national and regional youth soccer competitions.

10. Provide insurance programs for the membership.

11. Raise funds.

12. Formulate, interpret and enforce the rules and procedures of the Association.

13. Approve an annual budget to be ratified by the membership at the annual general meeting.

14. Hear appeals of decisions of the Protest and Appeals Committee.

15. Act upon recommendations by committees.

16. Appoint the State Youth Referee Administrator based on the recommendation of the Referee Committee.

C. Meetings of the Board of Directors

1. Regular meetings of the Board of Directors shall be held at least quarterly at a time and a location to be determined by the Board. The President or the Board of Directors may change the time and location of the meeting with ten (10) days notification to each board member.

2. Special Meetings.

a. Special meetings of the Board of Directors may be called at any time by the President or by three (3) Directors, and may be held within or without the State of

Colorado at such time and place as a notice or waiver thereof may specify. Notice of such meetings shall be sent by mail or facsimile transceiver to the last known address of each Director at least five (5) days, or shall be given to each Director in person or by telephone at least forty-eight (48) hours, prior to the date and time fixed for the meeting. The business to be transacted at a special meeting of the Board of Directors must be specified in the notice and only that business shall be transacted.

b. Special meetings of the Board of Directors may be held without notice at any time that all Directors are present in person or by telephone, and the presence of any Director at a meeting shall constitute waiver of notice of such meeting except as otherwise provided by law.

3. A quorum at all meetings of the Board of Directors shall consist of a majority of the number of Directors, but a smaller number may adjourn from time to time without further notice until a quorum be secured. The act of the majority of the Directors present at a properly called meeting at which a quorum is present shall be the act of the Board of Directors.

4. Waiver of Notice. Any officer or director may waive, for himself or herself only, in writing, any notice of any regular meeting or special meeting of the Board of Directors required to be given by law or under these Bylaws, whether before or after the time stated therein.

5. Items of Business

a. Items of business for consideration by the Board of Directors shall be submitted to the Director of Operations by a voting member of the Association or by a member of the Board of Directors no later than ten (10) days prior to the meeting.

b. An agenda shall be delivered to the members of the Board of Directors by the Executive Director no later than three (3) days prior to the meeting.

c. Other items of business may be considered and acted on by the Board of Directors, with a concurrence of a two-thirds (2/3) majority of the Directors present at the meeting.

6. The order of business shall be:

a. Call to Order

b. Approval of Minutes

c. Club Matters requiring Board of Directors action

d. Reports of Officers

e. Committee Matters requiring Board of Directors action

f. Old Business

g. New Business

h. Date, time and place of next Board of Directors meeting

i. Adjournment

7. All meetings of the Board of Directors shall be conducted in accordance with Robert's Rules of Order, latest edition. The President may participate in discussions and debate but may not vote except in case of a tie vote.

D. Indemnification

1. CSYSA shall indemnify each of its present or former directors, officers, employees, or official representatives, or any person who is or was serving another entity in any capacity at the request of CSYSA against all expenses actually and reasonably incurred by the person (including, but not limited to, judgments, costs, and counsel fees) in connection with the defense of any pending or threatened litigation to which that person is, or is threatened to be made, party because that person is or was serving in such a capacity. This right of indemnification may also apply to expenses of litigation, which is compromised, or settled, including amounts paid in settlement, if CSYSA approves such settlement. Such an individual shall be indemnified if the individual acted in good faith and in a manner, the individual reasonably believed to be in or not opposed to the best interests of CSYSA. The termination of any litigation by judgment, order, settlement, conviction, or plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the individual did not act in good faith or in a manner the individual reasonably believed to be in or not opposed to the best interests of CSYSA.

2. Any expenses incurred by a qualified individual in connection with the defense of any litigation may be paid by CSYSA in advance of a final disposition of the litigation upon

receipt of a written commitment by that individual to repay the amount advanced if it is determined that that individual is not entitled to indemnification under this bylaw.

3. The Board of Directors may authorize the purchase of insurance on behalf of any persons potentially indefinable under this bylaw. That insurance may include indemnification for those persons for expenses of a kind not subject to indemnification under this bylaw.

E. **Liability of Directors and Officers.** No director or officer shall be personally liable to the Association for any monetary damages for any breach of fiduciary duty as a director or officer except that the foregoing shall not eliminate or limit any director or officer's liability to the Association for monetary damages for any of the following:

1. Any breach of such director's or officer's duty of loyalty to the Association
2. Any of such directors or officer's acts or omissions which are not in good faith or which involve intentional misconduct or a knowing violation of law
3. Any acts specified in Section 7-24-111 of the Colorado Nonprofit Corporation Act, as the same presently exists or may hereafter be amended, or
4. Any transaction from which such director or officer derived an improper personal benefit.

XIII. FISCAL YEAR. The fiscal year of the Association shall be from July 1 to June 30

XIV. COMMITTEES

The duties of the Standing Committees shall be as follows:

A. The Membership Committee shall:

1. Review membership applications from new youth soccer clubs.
2. Recommend to the Board of Directors whether or not to accept the new youth soccer club as a voting member.
3. Prepare a membership application form for prospective new voting members as outlined in these bylaws.
4. Periodically review membership status of existing voting members and determine that they are in good standing.
5. Solicit, promote and help create new youth soccer clubs, especially in undeveloped areas.

B. The Executive Committee shall:

1. Be composed of the Officers of the Association. The Executive Director shall be an ex-officio of the committee and shall have the same rights as any member, but may not vote.
2. Oversee the day-to-day operations of the Association and make necessary decisions, consistent with budgetary constraints.
3. Be responsible for preparing the annual budget and auditing the books of the Association prior to the annual general meeting.
4. Assure that standard accounting practices are followed.
5. Advise the Board of Directors concerning investment of Association funds.
6. **Make recommendations to the Board** for determining the need for hiring and discharging of all employees.
7. Annually in concert with preparation of the budget, the Executive Committee shall review employee performances and **recommend raises** where appropriate.

C. The Disciplinary Committee shall enforce the Bylaws and Rules and Procedures of the Association and impose appropriate penalties for violations thereof.

D. The Protest and Appeals Committee shall hear and determine all appeals and protests pertaining to the Bylaws, Rules and Procedures of the Association.

E. The US Youth Soccer National Championship Committee shall:

1. Direct Colorado State competitions leading to National and Regional Cup Competition.
2. Oversee the Association's hosting of any Regional or National Cup Competitions.
3. Supervise Colorado teams participating in any Regional or National Cup Competition.

F. The Coaching and Player Development Committee shall:

1. Have the Director of Coaching as a member.
2. Be responsible for instructing, examining and grading coaches.
3. Develop a skills program for players.
4. Prepare written materials for the training of coaches and players.

G. The Referee Committee shall:

1. Have the State Youth Referee Administrator as a member.
 2. Evaluate periodically the position of State Youth Referee Administrator and make recommendations to the Board of Directors regarding that position.
- H. The League Operations and Structure Committee shall oversee and direct the operation of Leagues managed by or affiliated with the Association. The committee shall be responsible for revising league structure as necessary.
- I. The Planning Committee shall periodically review current programs and formulate long and short-range goals to accommodate the growth of the Association.
- J. The Public Relations Committee shall promote the game of soccer, the creation of goodwill and public relations reflecting favorably on the Association.
- K. The Rules and Procedures Committee shall periodically review existing rules and Submit to the BOD for consideration and adoption.
- L. The Credentials Committee shall approve the credentials of voting members at the annual general meeting and at special meetings of the membership.
- M. The Nominating Committee shall have the duties, which are stated in VIII, K, 1 of these Bylaws.
- N. The Bylaws Committee shall periodically review the Bylaws of the Association and make recommendations for changes to the membership.
- O. The tournament Committee shall make recommendations to the Board of Directors regarding sanctioning of tournaments hosted by affiliated clubs or organizations and shall set guidelines regarding the philosophy and operations of tournaments.
- P. The Editorial Committee shall supervise the publication of the Goal Post Scripts and other Association publications.
- Q. The Fund Raising Committee shall be responsible for acquiring sponsorships and funds for the Association's programs.
- R. The Olympic Development Program Committee shall oversee and direct the Association's Olympic Development Program.
- S. The Recreational Committee shall oversee and direct the Association's recreational soccer programs. It shall also develop and implement interclub and intermediate level competition.
- T. The Risk Management Committee shall be responsible for developing and maintaining a Risk Management policy and for making recommendations to the CSYSA Board with regard to matters of risk to CSYSA and its members.

XV. ASSOCIATION FINANCES

The monies of the Association shall be deposited in the name of the Association in government, insured financial institutions and other financial institutions as the Board of Directors shall designate. The monies may be drawn out only on checks signed by such individuals as the Board of Directors may designate and by authorized transfers between Association accounts. Notes and commercial paper, when authorized by the Board shall be signed in the name of the Association by the President or other agent authorized by the Board.

XVI. AMENDMENTS.

- A. Any amendment to these bylaws must be approved by a two-thirds (2/3) affirmative vote of the voting membership attending the annual general meeting or a special meeting called for the purpose of amending these bylaws.
- B. Any proposed amendment to these bylaws may be submitted by a voting member, by the Board of Directors or by the Bylaws Committee.
- C. Any proposed amendment to these bylaws must be made in writing to the Secretary at least forty-five (45) days in advance of the annual general meeting or a special meeting called for the purpose of amending these bylaws. Any proposed amendment to these bylaws must be made in writing to the Secretary at least forty-five (45) days in advance of the annual general meeting or a special meeting called for the purpose of amending these bylaws. Any proposed amendment to these by-laws shall be sent in writing to each member club at least fifteen (15) days in advance of the annual general meeting or a special meeting called for the purpose of amending these bylaws.

XVII. SAVING CLAUSE

Failure of literal or complete compliance with provisions of these bylaws with respect to dates and times of notice, or the sending or receipt of the same, or errors in phraseology of notice of proposals, which in the judgment of the members at meetings held do not cause substantial injury to the rights of members, shall not invalidate the actions or proceedings of the Board of Directors, committees or other bodies so affected.

XVIII. EFFECTIVE DATE

These bylaws as approved or amended by the membership shall become effective immediately.

Approved at the Annual General Meeting - August, 1991

Revisions to VI. and XI. - May 1992

Revision to VI. - August 1993

Revision to IX. - August 1995

Revisions to V, VI, VII, VIII, XII and XIV - August 1997

Revisions to V., VI. VII. and IX. – August 1999

Revisions to VII and XIV - August 2000

Revisions to VI and XV – August 2001

Revisions to IX. – January 2005

Revisions to V., VI. XII., XIV. – January 2006